

# **EXHIBIT 5**

RECEIVED

OCT 04 2021

ALAN BRAVERMAN

## NOTICE OF TERMINATION

### “GUARDIANS OF THE GALAXY”

To: Marvel Entertainment, LLC  
Marvel Worldwide, Inc.  
Marvel Property, Inc.  
Marvel Characters, Inc.  
1290 Avenue of the Americas  
New York, NY 10104  
Attn: John Turitzin, Chief Counsel  
Eli Bard, Deputy Chief Counsel

Marvel Studios, LLC  
MVL Rights, LLC  
MVL Development, LLC  
Marvel Characters, Inc.  
500 South Buena Vista Street  
Burbank, CA 91521  
Attn: David Galluzzi, Chief Counsel

The Walt Disney Company  
500 South Buena Vista Street  
Burbank, CA 91521  
Attn: Alan Braverman, General Counsel

PLEASE TAKE NOTICE that pursuant to Section 304(c) of the United States Copyright Act (17 U.S.C. § 304(c)) and the regulations issued thereunder by the Register of Copyrights, 37 C.F.R. § 201.10, Nanci Solo and Erik Colan, the children of the deceased author Eugene J. Colan, being the persons entitled to terminate copyright transfers by the author pursuant to said statutory provisions, hereby terminate all pre-January 1, 1978 exclusive or non-exclusive grants of the transfer or license of the renewal copyright(s) in and to the illustrated comic book story entitled “Earth Shall Overcome!” (which story contains the first appearances of the characters Charlie-27, Major Vance Astro, Martinex T’Naga, and Yondu Udonta – collectively, the “Guardians of the Galaxy”), co-authored by Eugene J. Colan (a.k.a. Gene Colan), and published in *Marvel Super-Heroes*, Vol. 1, No. 18, and set forth in connection therewith the following:

1. The names and addresses of the grantees and/or successors in title whose rights are being terminated are as follows: Marvel Entertainment, LLC, Marvel Worldwide, Inc., Marvel Property, Inc., Marvel Characters, Inc., 1290 Avenue of the Americas, New York, NY 10104;

Marvel Studios, LLC, MVL Rights, LLC, MVL Development, LLC, Marvel Characters, Inc., 500 South Buena Vista Street, Burbank, CA 91521; and The Walt Disney Company, 500 South Buena Vista Street, Burbank, CA 91521. Pursuant to 37 C.F.R. § 201.10(d), service of this notice is being made by First Class Mail, postage pre-paid to the above grantees or successors at the addresses shown.

2. The copyrighted work (the “Work”) to which this Notice of Termination applies is the illustrated comic book story entitled “Earth Shall Overcome!,” (which story contains the first appearances of the characters Charlie-27, Major Vance Astro, Martinex T’Naga, and Yondu Udonta – collectively, the “Guardians of the Galaxy”), co-authored by Eugene J. Colan (a.k.a Gene Colan),<sup>1</sup> and published and embodied in *Marvel Super-Heroes*, Vol. 1, No. 18 (which includes this issue’s cover page), which issue was registered with the U.S. Copyright Office by Perfect Film & Chemical Corp. and Marvel Comics Group on October 15, 1968 under Copyright Registration No. B474875, and includes all the characters, story elements, and/or indicia appearing therein.<sup>2</sup>

3. The grant(s) and/or transfer(s) to which this Notice of Termination applies was

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<sup>1</sup> This Notice of Termination also applies to all material authored or co-authored by Eugene J. Colan (in any and all medium(s), whenever created) that was reasonably associated with the Work and was registered with the United States Copyright Office and/or published within the termination time window, as defined by 17 U.S.C. § 304(c), and the effective date of this Notice of Termination. This Notice of Termination likewise includes any character, story element, or indicia reasonably associated with the Work including, without limitation, the Guardians of the Galaxy, Charlie-27, Major Vance Astro, Martinex T’Naga, Yondu Udonta, Charlie-26, Maz, Yur, Drang, the Saturnian Hound-Hawks, and Betina Marsh. Every reasonable effort has been made to find and list herein all such material. Nevertheless, if any such material has been omitted, such omission is unintentional and involuntary, and this Notice also applies to each and every such omitted material.

<sup>2</sup> Pursuant to 37 C.F.R. § 201.10(b)(1)(iii), this Notice of Termination includes the name of at least one author of the Work to which this Notice of Termination applies. The listing herein of any corporation as copyright claimant is done per Copyright Office records, and is not to be construed as an admission that any given work is or was a “work made for hire,” nor is anything else herein to be construed as any such admission. Nothing contained in this Notice of Termination shall be construed to in any way limit or waive any right or remedy that Nanci Solo and/or Erik Colan, may have, at law or in equity, with respect to the subject matter hereof, all of which is hereby expressly reserved.

(were) made in that (those) certain copyright assignment(s) on the back of the check(s) issued by Marvel Entertainment, LLC's ("Marvel") predecessor company(ies) to Eugene J. Colan, with respect to the above-listed Work, which was (were) dated on or about the time of the publication of such Work, as well as any other grant(s) regarding the Work by Eugene J. Colan to Marvel's predecessor(s).<sup>3</sup>

4. The effective date of termination of the Work shall be October 16, 2024.
5. Eugene J. Colan died on June 23, 2011. His surviving children, Nanci Solo and Erik Colan, are the persons entitled to exercise the termination right pursuant to 17 U.S.C. § 304(c)(2)(B), as to the grant(s) identified herein. This Notice has been signed by all persons needed to terminate said grant(s) under 17 U.S.C. § 304(c).

Dated: September 29, 2021

TOBEROFF & ASSOCIATES, P.C.



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Marc Toberoff

23823 Malibu Road, Suite 50-363  
Malibu, CA 90265  
Tel: (310) 246-3333

As counsel for and on behalf of Nanci Solo  
and Erik Colan

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<sup>3</sup> This Notice of Termination also applies to each and every grant or alleged grant by Eugene J. Colan of rights under copyright in and to the Work that falls within the applicable termination time window (defined by 17 U.S.C. § 304(c) and the effective date of this Notice of Termination). Every reasonable effort has been made to find and list herein every such grant and/or transfer. Nevertheless, if any such grant and/or transfer has been omitted, such omission is unintentional and involuntary, and this Notice of Termination applies as well to each and every such omitted grant and/or transfer.

**CERTIFICATE OF SERVICE**

I hereby certify that I caused a true copy of the foregoing document described as  
NOTICE OF TERMINATION: "GUARDIANS OF THE GALAXY" to be served this 29<sup>th</sup> day  
of September, 2021, by First Class Mail, postage prepaid, upon each of the following:

To: Marvel Entertainment, LLC Marvel Worldwide, Inc. Marvel Property, Inc. Marvel Characters, Inc. 1290 Avenue of the Americas New York, NY 10104 Attn: John Turitzin, Chief Counsel Eli Bard, Deputy Chief Counsel	Marvel Studios, LLC MVL Rights, LLC MVL Development, LLC Marvel Characters, Inc. 500 South Buena Vista Street Burbank, CA 91521 Attn: David Galluzzi, Chief Counsel
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The Walt Disney Company  
500 South Buena Vista Street  
Burbank, CA 91521  
Attn: Alan Braverman, General Counsel

I declare under penalty of perjury that the foregoing is true and correct. Executed this 29<sup>th</sup>  
day of September, 2021, at Malibu, California.



Breck Kadaba  
Toberoff & Associates, P.C.  
23823 Malibu Road, Suite 50-363  
Malibu, CA 90265

Counsel for Nanci Solo and Erik Colan